



Terms of Reference of Nomination Committee

1.0 Objectives

The objective of the Nomination Committee is to ensure that the Directors of the Board comprise members which provide a required mix of responsibilities, skills and experience needed to direct and control the Company towards achieving its intended goals and objectives.

The Nomination Committee will also assist the Board in reviewing on an annual basis the appropriate balance and size of Non-executive participation and in establishing procedures and processes towards an annual assessment of the effectiveness of the Board as a whole and contribution of each individual Director and Board Committee member.

2.0 Composition of Members

The Board of Directors shall elect the Committee members from amongst themselves of which the majority shall comprise of Non-Executive Directors.

3.0 Chairman

The Chairman of the Nomination Committee shall be elected from amongst the Nomination Committee members. The Chairman of the Committee shall be approved by the Board of Directors.

4.0 Secretary

The Company Secretary shall be the secretary of the Committee.

5.0 Meetings

The Committee may meet together for the despatch of business, adjourn and otherwise regulate the meetings at least once a year or more frequent as deemed necessary. The Chairman may call for additional meetings at any time at the Chairman's discretion. The Group MD/CEO and/or Senior Management may be invited to attend such meetings.

A resolution in writing, signed by all the members of the Committee, shall be as effectual as if it has been passed at a meeting of the Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more Committee members.

The Secretary shall on the requisition of the members of the Committee summon a meeting of the Committee and, except in the case of an emergency, reasonable notice of every Committee meeting shall be given in writing.



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6.0 Duties

6.1 The Committee shall:

- 6.1.1 regularly review the structure, size and composition (including the skills, knowledge and experience) required of the Board and its Committees and make recommendations to the Board concerning any changes the committee considers desirable.
- 6.1.2 give full consideration to succession planning for directors and other senior executives, taking into account the challenges and opportunities facing the company, and what skills and expertise are therefore needed on the Board in the future.
- 6.1.3 ensure there is a formal, rigorous and transparent procedure for the appointment of new directors to the Board and be responsible for identifying and nominating for the approval of the Board, candidates to fill board vacancies as and when they arise.
- 6.1.4 before appointment is made by the board, evaluate the balance of skills, knowledge and experience and diversity on the board, and, in the light of this evaluation prepare a description of the role and capabilities required for a particular appointment. In identifying suitable candidates the Committee shall:
 - 6.1.4.1 use open advertising or the services of external advisers to facilitate the search;
 - 6.1.4.2 consider candidates from a wide range of backgrounds and skills as considered appropriate;
 - 6.1.4.3 consider candidates on merit and against objective criteria and with due regard for the benefits of diversity on the board, including gender, taking care that appointees have enough time available to devote to the position;
- 6.1.5 keep under review the leadership needs of the organisation, both executive and non-executive, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace;
- 6.1.6 keep up to date and fully informed about strategic issues and commercial changes affecting the company and the market in which it operates;
- 6.1.7 prior to the appointment of a director, require the proposed appointee to disclose any other business interests that may result in a conflict of interest and ensure the proposed appointee is required to report any future business interests that could result in a conflict of interest;

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- 6.1.8 review annually the time required from non-executive directors. Performance evaluation should be used to assess whether the non-executive directors are spending enough time to fulfil their duties;
 - 6.1.9 approve the terms of reference for any external person or agency engaged to facilitate the evaluation of board performance.
- 6.2 The Committee shall also make recommendations to the Board concerning:
- 6.2.1 plans for succession for both executive and non-executive directors and in particular for the key role of chief executive;
 - 6.2.2 suitable candidates for the role of Senior Independent Director;
 - 6.2.3 the re-appointment of any non-executive director at the conclusion of their specified terms of office having given due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required;
 - 6.2.4 the retirement age of Directors and its application;
 - 6.2.5 the re-election by shareholders of directors under the annual re-election provisions of the code having due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required;
 - 6.2.6 any matters relating to the continuation in office of any director at any time including the suspension or termination of service of an executive director as an employee of the company subject to the provisions of the law and their service contract; and
 - 6.2.7 the appointment of any director to executive or other office other than to the position of Chairman, the recommendation for which would be considered at a meeting of the full board.
- 6.3 The non-executive directors, led by the senior independent director, should be responsible for performance evaluation of the Chairman, taking into account the views of executive directors.
- 6.4 The Committee shall periodically review its constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the board for approval.



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7.0 Authority

The Committee shall be entitled to the services of the Company Secretary who must ensure that all appointments are properly made that all necessary information is obtained from the directors, both for the Company's own records and for the purposes of meeting statutory obligations, as well as obligations arising from the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") or other regulatory requirements.

The ultimate decision on the appointment of directors to the Board is the responsibility of the Board of Directors or the shareholders after due consideration of the recommendations of the Committee.

8.0 Quorum

The quorum for a meeting of the Committee shall consist of not less than two (2) members, majority of members present must be Independent Non-Executive Directors.

9.0 Review of the Terms of Reference

The Terms of Reference of the Nomination Committee shall be reviewed and amended as necessary to determine its adequacy in line with the current circumstances, the Company's policies and applicable rules and regulations.